

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re:

WORD WORLD, LLC,

Debtor.
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Chapter 11

Case No. 11-10543 (SHL)

**ORDER AUTHORIZING THE DEBTOR TO REPLACE WOLLMUTH MAHER
& DEUTSCH LLP AND RETAIN HALPERIN BATTAGLIA RAICHT, LLP AS
ITS BANKRUPTCY COUNSEL *NUNC PRO TUNC* TO MARCH 13, 2011**

Upon the application (the “Application”) of Word World, LLC, the debtor and debtor-in-possession herein (the “Debtor”), for authority to replace Wollmuth Maher & Deutsch LLP (“WMD”) as its current bankruptcy counsel with, and to retain, Halperin Battaglia Raicht, LLP (“HBR”), as bankruptcy counsel to the Debtor, under a general retainer, *nunc pro tunc* to the March 13, 2011, and upon the Declaration of Alan D. Halperin, dated March 14, 2011 in support of the Application; and the Court being satisfied that (a) the employment of HBR is necessary and in the best interests of the Debtor and its estate, (b) HBR does not have or represent any interest adverse to the Debtor or its estate, and (c) HBR is a “disinterested person” as that term is defined in § 101(14) of Title 11 of the United States Code, as amended (the “Bankruptcy Code”); and the Court having jurisdiction to consider the Application and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334 and the Standing Order of Referral of Cases to Bankruptcy Court Judges of the District Court for the Southern District of New York, dated July 10, 1984 (Ward, Acting C.J.); and consideration of the Application and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. § 1409; and good and sufficient cause appearing for the relief sought by the Application; it is

ORDERED, that pursuant to § 327(a) of the Bankruptcy Code, the Debtor is hereby authorized to replace WMD as its current bankruptcy counsel with, and to retain, HBR, as bankruptcy counsel to the Debtor, under a general retainer, *nunc pro tunc* to March 13, 2011; and it is further

ORDERED, that ten business days' notice must be provided by HBR to the Debtor, the United States Trustee and counsel for the Official Committee of Unsecured Creditors prior to any increases in the rates set forth in the Application, and such notice must be filed with the Court. The United States Trustee retains all rights to object to any rate increase on all grounds including, but not limited to, the reasonableness standard provided for in § 330 of the Bankruptcy Code, and the Court retains the right to review any rate increase pursuant to § 330 of the Bankruptcy Code; and it is further

ORDERED, that HBR shall be compensated in accordance with the procedures set forth in §§ 330 and 331 of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Local Bankruptcy Rules of the United States Bankruptcy Court for the Southern District of New York, and the Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases, and any orders issued by this Court.

Dated: New York, New York
March 22, 2011

/s/ Sean H. Lane
UNITED STATES BANKRUPTCY JUDGE

NO OBJECTION 3/15/11

/s/Susan D. Golden
Office of U.S. Trustee